

056,5

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

CITY NATIONAL BANK OF FLORIDA,

Plaintiff,

-against-

MORGAN STANLEY DW, INC.,

Defendant/Third  
Party Plaintiff,

-against-

CASE INVESTMENTS, LLC and DAVID S. SOLOMON,

Third Party Defendants.

USDC SDNY  
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Case No. 05 CV 2739 (DLC)

STIPULATION AND  
ORDER OF DISMISSAL  
WITH PREJUDICE AND  
WITHOUT COSTS OF  
MAIN ACTION ONLY

IT IS HEREBY STIPULATED AND AGREED by and between plaintiff City National Bank of Florida and defendant Morgan Stanley DW, Inc. ("Morgan Stanley"), that these parties hereby voluntarily dismiss the main action with prejudice, and without costs, pursuant to Fed. R. Civ. P. 41(a) (1), having reached a settlement of disputes between them. Nothing herein shall or is intended to dismiss or otherwise affect Morgan Stanley's third-party action and claims against third party defendants Case Investments, LLC and David S. Solomon, such action and all such claims shall survive the filing of this Stipulation.

Dated: August 31, 2006

ROTTENBERG, LIPMAN, RICH, P.C.

By:

Mark M. Rottenberg (MR-6491)  
369 Lexington Avenue, 15th Floor  
New York, New York 10017  
Telephone: (212) 661-3080  
Attorneys for Plaintiff City  
National Bank of Florida

BRESSLER, AMERY & ROSS, P.C.

By:

Matthew C. Plant, Esq. (MP-6328)  
17 State Street  
New York, New York 10004  
Telephone: (212) 425-9300  
Attorneys for Defendant and Third  
Party Plaintiff Morgan Stanley DW,  
Inc.

SO ORDERED:

U.S.D.J.

September 5, 2006